

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

Patriot Well Solutions LLC

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

4 7 - 2 0 2 4 5 1 6

4. Debtor's address**Principal place of business**

1660 CR-27 Unit A

Number Street

Brighton CO 80603

City State ZIP Code

Adams

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

Houston TX

City State ZIP Code

5. Debtor's website (URL)

patriotwell.com

Debtor	Patriot Well Solutions LLC Name	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 3 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor	Patriot Well Solutions LLC <small>Name</small>	Case number (if known) _____
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9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor

Patriot Well Solutions LLC

Name

Case number (if known)

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/20/2020
MM / DD / YYYY

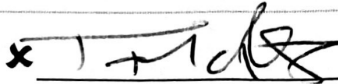
X

Signature of authorized representative of debtor

Title Chief Restructuring Officer

Matthew Foster

Printed name

Debtor	<u>Patriot Well Solutions LLC</u>	Case number (if known)	<u></u>	
	<small>Name</small>			
18. Signature of attorney			Date	<u>07/20/2020</u>
		Signature of attorney for debtor		<small>MM / DD / YYYY</small>
<u>Travis A. McRoberts</u>				
<small>Printed name</small>				
<u>Squire Patton Boggs (US) LLP</u>				
<small>Firm name</small>				
<u>2000 McKinney Ave., Suite 1700</u>				
<small>Number Street</small>				
<u>Dallas</u>		<small>TX</small>	<u>75201</u>	
<small>City</small>		<small>State</small>	<small>ZIP Code</small>	
<u>(214) 758-1500</u>		<u>travis.mcroberts@squirepb.com</u>		
<small>Contact phone</small>		<small>Email address</small>		
<u>24088040</u>		<u>Texas</u>		
<small>Bar number</small>		<small>State</small>		

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:**PATRIOT WELL SOLUTIONS LLC****Debtor.¹**

§
§
§
§
§
§

Case No. _____**Chapter 11****(Emergency Hearing Requested)**

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Member	Approximate Percentage
WDE PWS Aggregate, LLC	94.06%

¹ The Debtor in this chapter 11 case and the last four digits of the Debtor's taxpayer identification number is Patriot Well Solutions LLC (4516). The Debtor's headquarters is located at 1660 CR-27 Unit A, Brighton, CO 80603.

Fill in this information to identify the case:

Debtor name Patriot Well Solutions LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	DynaEnergetics, Inc P.O. Box 123789 Dallas TX 75312-3789	DynaEnergetics, Inc (713) 824-1844	Trade Debt				\$2,368,404
2	GEODynamics, Inc. PO BOX 202810 Dallas TX 75320-2810	GeoDynamics, Inc. (970) 567-8920	Trade Debt				\$1,868,595
3	Global Tubing, LLC PO Box 204538 Dallas TX 75320-4538	Global Tubing, LLC (713) 265-5000	Trade Debt				\$1,781,897
4	Specialty Welding & Machine PO Box 1794 Pampa TX 79066	Specialty Welding & Machine (877) 665-8747	Trade Debt				\$492,529
5	Hunting Titan Inc PO Box 206473 Dallas TX 75320-6473		Trade Debt				\$477,648
6	Quality Tubing PO Box 201155 Dallas TX 75320-1155	Quality Tubing (800) 486-0751	Trade Debt				\$459,947
7	Custom Truck & Equipment, LLC 7701 Independence Ave Kansas City MO 64125	Custom Truck & Equipment, (816) 241-4888	Trade Debt				\$439,882
8	Owen Oil Tools LP PO Box 842241 Dallas TX 75284-2241	Owen Oil Tools (817) 551-0540	Trade Debt				\$411,387

Debtor Patriot Well Solutions LLC Case number (if known) _____
 Name _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	ChampionX LLC PO Box 734817 Dallas TX 75373-0005	ChampionX LLC (281) 632-8162	Trade Debt				\$407,653
10	Agility Resources, LLC PO Box 1258 New Town ND 58763	Attn: Leslie Morsette (701) 421-0287	Subcontract/ Joint Venture				\$339,977
11	Tenaris Coiled Tubes LLC 2200 W Loop South #800 Houston TX 77027	Attn: Treasury	Trade Debt				\$281,576
12	La Salle Oil Company 320 N 1st Street La Salle CO 80645	La Salle Oil Company (970) 284-5255	Trade Debt				\$262,124
13	Lee Specialties Rentals (USA) LLC P.O. Box 207130 Dallas TX 75320-7130	Lee Specialties Rentals (USA) LLC (403) 346-0770	Trade Debt				\$245,832
14	Forum Canada ULC C/O CH3048 PO Box 2509, Station M Calgary AB T2P 0E2	Forum Canada ULC (403) 723-9473	Trade Debt				\$245,055
15	Target Lodging, Target Logistics Management LLC 2170 Buckthorne Place, #440 The Woodlands TX 77380		Trade Debt				\$205,087
16	Lee Specialties Inc PO Box 26 Blackfalds AB T0M 0J0 Canada	Lee Specialties Inc (403) 346-0770	Trade Debt				\$194,082
17	Sunbelt Rentals Industrial Services, LLC PO Box 409211 Atlanta GA 30384-9211		Trade Debt				\$190,805
18	Downhole Chemical Solution, LLC One Cowboys Way, Suite 572 Frisco TX 75034		Trade Debt				\$184,399
19	Creek Energy Services LLC 4165 30th Ave S Suite 102 Fargo ND 58104		Trade Debt				\$180,641
20	Airgas USA, LLC PO Box 734446 Chicago IL 60673-4446		Trade Debt				\$177,605

Fill in this information to identify the case and this filing:

Debtor Name Patriot Well Solutions LLC
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/20/2020
 MM / DD / YYYY

x

 Signature of individual signing on behalf of debtor

 Matthew Foster

 Printed name
 Chief Restructuring Officer
 Position or relationship to debtor

RESOLUTIONS OF THE BOARD OF MANAGERS

PATRIOT WELL SOLUTIONS LLC

July 19, 2020

Effective as of the date written above, the undersigned members of the board of managers (the "Board") of Patriot Well Solutions LLC, a Delaware limited liability company, (the "Company"), do hereby waive any applicable requirements of notice and a meeting of the Managers of the Company (the "Managers") and do hereby consent to, approve and adopt the following actions and resolutions in lieu of a special meeting of the Board:

WHEREAS, the Board has been investigating strategic alternatives for addressing the liquidity needs of the Company, reorganizing its business, and maximizing the value of the assets of the Company; and

WHEREAS, upon the advice of counsel and other professional advisors, the Board has determined that it is in the best interests of the Company, the Company's creditors, and other interested parties to commence a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and to take certain other actions to maximize the value of its assets.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Chapter 11 Bankruptcy Case

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, and the Company's creditors, equity holders, and other interested parties, that the Company file a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Court");

RESOLVED, that Robert McNally (the "Authorized Party") is hereby authorized and directed to take, as of the date hereof, in each case with the advice of counsel and the Company's other advisors, (a) any and all actions necessary or appropriate to prepare for and cause such filings to occur, including, without limitation, by causing the preparation, execution, verification, and/or filing of all petitions, schedules, statements, lists, "first day" motions and applications, and other necessary or appropriate pleadings or papers, and (b) any and all other necessary or appropriate actions in furtherance of commencing a bankruptcy case (the "Bankruptcy Case"), obtaining necessary or appropriate relief from the Court, and/or otherwise transitioning into operating under chapter 11 and any other relevant provisions the Bankruptcy Code;

Retention of Professionals

RESOLVED, that, subject to the Court's approval, the law firm of Squire Patton Boggs (US) LLP ("SPB"), may continue to be retained on the terms set forth in SPB's Engagement Letter, dated June 29, 2020 (as may be amended or modified from time to time) to serve as the Company's bankruptcy and restructuring counsel in connection with the Bankruptcy Case and to advise and assist the Company with respect to all aspects of the Bankruptcy Case, including, without

limitation, (a) preparing and filing all necessary or appropriate documents to commence the Bankruptcy Case, (b) obtaining necessary or appropriate relief from the Court, (c) operating under chapter 11 and other relevant provisions of the Bankruptcy Code, and (d) otherwise performing its duties as a debtor and debtor-in-possession;

RESOLVED, that, subject to the Court's approval, Sonoran Capital Advisors, LLC ("Sonoran"), may continue to be retained on the terms set forth in its Engagement Letter, dated July 7, 2020, (as may be amended or modified from time to time) to provide the Company with a Chief Restructuring Officer and certain additional personnel in the Bankruptcy Case;

RESOLVED, that Matthew Foster of Sonoran may continue as the appointed chief restructuring officer of the Company;

RESOLVED, that, subject to the Court's approval, Piper Sandler & Co. ("Piper Sandler") may continue to be retained on the terms set forth in its Engagement Letter, dated July 10, 2020 (as may be amended or modified from time to time) to serve as the Company's financial advisor.

RESOLVED, that, subject to the Court's approval, Bankruptcy Management Solutions, Inc. d/b/a Stretto ("Stretto"), may continue to be retained on the terms set forth in its Engagement Letter, dated July 7, 2020, (as may be amended or modified from time to time) to serve as the Company's claims, noticing, solicitation, balloting, and/or tabulation agent for the Company in the Bankruptcy Case;

Use of Cash Collateral and Debtor-In-Possession Financing

RESOLVED, that the Company, by and through the Authorized Party, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary or proper for the Company to use cash collateral as a debtor-in-possession under chapter 11 of the Bankruptcy Code;

RESOLVED, that the Company, by and through the Authorized Party, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary or proper, including executing any necessary loan documents, and seeking Court approval, for the Company to borrow funds on a senior secured basis, subject to certain existing liens, as a debtor-in-possession and to enter into a post-petition secured loan agreement to be funded by White Deer Energy L.P., II, as debtor-in-possession lender, in accordance with that certain Terms and Conditions Proposed Senior Secured, Super-Priority Debtor-In-Possession Credit Facility Term Sheet (as may be amended or modified from time to time);

RESOLVED, that the Company, by and through the Authorized Party, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary or proper, including seeking Court approval, to enter into that certain Asset Purchase Agreement by and between the Company and White Deer Energy L.P., II, as debtor-in-possession lender, in accordance with that certain Terms and Conditions Proposed Senior Secured, Super-Priority Debtor-In-Possession Credit Facility Term Sheet (as may be amended or modified from time to time), as well as bid procedures to govern the auction and sale process to be supervised by the Court;

Other Bankruptcy Authorizations

RESOLVED, that the Company and the Authorized Party is authorized and empowered to (a) take or cause to be taken any and all further action(s), (b) engage other professionals, (c) execute and deliver further documents and instruments, and (d) pay fees and expenses, all as such parties deem necessary or appropriate in order to fully carry out the intent and to accomplish the purposes of these resolutions;

RESOLVED, that any and all past actions previously taken by the officers and/or directors of the Company in the name or otherwise on behalf of the Company with respect to the commencement of the Bankruptcy Case or otherwise in furtherance of any or all of these resolutions are hereby ratified, confirmed, and approved; and

RESOLVED, that these resolutions may be executed by facsimile, telecopy or other reproduction method, and such execution shall be considered valid, binding, and effective for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Managers of the Company, have executed this Unanimous Written Consent effective as of the date first written above.

MANAGERS:



Ben A. Guill

James K. Meneely III

Eric White

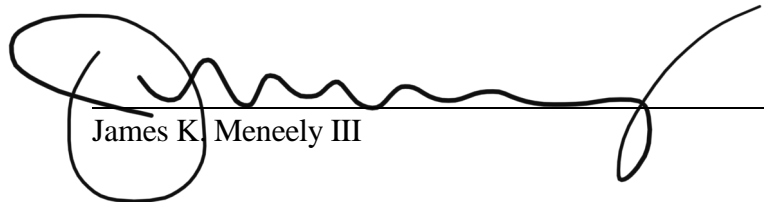
Michael Tangedahl

Robert J. McNally

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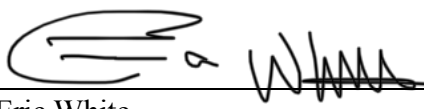
Robert J. McNally

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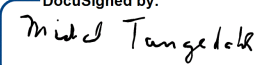
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Ben A. Guill

James K. Meneely III

Eric White

DocuSigned by:

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Michael Tangedahl

Robert J. McNally

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MANAGERS:

Ben A. Guill

James K. Meneely III

Eric White

Michael Tangedahl

DocuSigned by:



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Robert J. McNally